

# HELM

## FINANCIAL CORPORATION

505 Sansome Street, Suite 1800 • San Francisco, CA 94111

415/398-4610

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www.helm.com

March 5, 2008

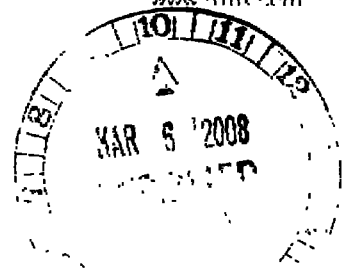
RECORDATION NO 23316-F FILED

MAR 06 '08

12-53 PM

Mr. Vernon Williams  
Secretary  
Surface Transportation Board  
395 E Street S.W.  
Washington, D.C. 20423-0001

SURFACE TRANSPORTATION BOARD



RE: Partial Termination of Schedule to Master Lease dated as of March 5, 2008 by Helm Financial Corporation ("Partial Termination").

Dear Mr. Williams:

On behalf of Helm Financial Corporation, I submit for filing and recording, under 49 U.S.C. Section 11303(a) and the regulations promulgated thereunder the following document:

Two (2) fully-executed originals of the above-referenced Partial Termination.

In connection with the recording of the Partial Termination, please note the following information:

Name and Address of Lessor: Helm Financial Corporation  
505 Sansome Street, Suite 1800  
San Francisco, CA 94111

Name and Address of Lessee: Soo Line Railroad Company  
c/o Canadian Pacific Railway Company  
401 9th Avenue SW, Suite 400  
Gulf Canada Square  
Calgary, Alberta T2P 4Z4

Equipment: 85 Bi-Level Auto Racks  
TTGX 910166-965881 (Not Inclusive)

Please record this Partial Termination as a supplemental agreement to STB Recordation No. 23316-B filed on January 8, 2001. The filing fee of \$35.00 is included in our enclosed check.

**Summary:** Partial Termination of Schedule to Master Lease dated as of March 5, 2008 by Helm Financial Corporation for 85 bi-level auto racks mounted on flatcar marked TTX 910166-965881 (Not Inclusive), to be filed as a supplemental agreement. Please file this Partial Termination as a supplemental agreement to STB Recordation No. 23316-B.

Yours truly,

Sharon L. Van Fossan  
Supervisor Contract Administration

/svf  
Enclosures (2)

**PARTIAL TERMINATION OF SCHEDULE TO MASTER LEASE**

**THIS PARTIAL TERMINATION OF SCHEDULE TO MASTER LEASE ("Partial Termination")** is dated as of March 5, 2008 by **HELM FINANCIAL CORPORATION**, a California corporation ("**Lessor**").

**WHEREAS**, Lessor entered into the Master Lease Agreement dated as of January 1, 1998 ("**Master Lease**") and Schedule No. 2 thereto dated as of July 1, 1998 ("**Schedule No. 2**"), with **Soo Line Railroad Company**, a Minnesota corporation, with respect to the rail equipment as described in Schedule A attached hereto ("**Units**"); and

**WHEREAS**, with respect to Schedule No. 2, a Memorandum of Schedule No. 2 to Master Lease Agreement was filed with the Surface Transportation Board of the Department of Transportation ("**STB**") under STB Recordation No 23316-B on January 8, 2001; and

**WHEREAS**, the Units were terminated from Schedule No. 2 and the Master Lease effective as of the Termination Dates provided in Schedule A hereto; and

**WHEREAS**, Lessor desires to execute this Partial Termination to evidence for the public record the termination of Schedule No. 2 and the Master Lease with respect to the Units.

**NOW THEREFORE**, in consideration of the premises, Lessor does hereby acknowledge and confirm:

1. **Partial Termination of Schedule to Master Lease**. Lessor hereby declares for the public record that the Units are hereby formally terminated from Schedule No. 2 and the Master Lease effective as of the Termination Dates.

**IN WITNESS WHEREOF**, Lessor, pursuant to due corporate authority, has caused this Partial Termination of Schedule to Master Lease to be signed in its corporate name as of the date first above written.

**HELM FINANCIAL CORPORATION**

By: Courtney O'H. Williams  
Name: Courtney A. O'H. Williams  
Title: President and Chief Operating Officer

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SURFACE TRANSPORTATION BOARD

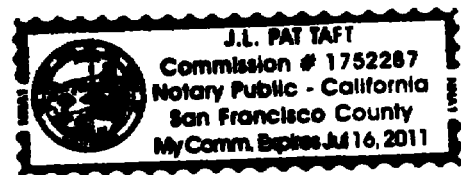
STATE OF CALIFORNIA                    )  
  ) S.S.  
COUNTY OF SAN FRANCISCO         )

On March 5, 2008 before me, J. L. Pat Taft, personally appeared Courtney A. O'H. Williams, President and COO of Helm Financial Corporation, who proved to me on the basis of satisfactory evidence to be the person(s) whose name(s) is/~~are~~ subscribed to the within instrument and acknowledged to me that ~~he~~/she/~~they~~ executed the same in ~~his~~/her/~~their~~ authorized capacity(~~ies~~), and that by ~~his~~/her/~~their~~ signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.

I certify under PENALTY OF PERJURY under the laws of the State of California that the foregoing paragraph is true and correct.

WITNESS my hand and official seal.

Signature *J. L. Pat Taft* (Seal)



## SCHEDULE A

### To the Partial Termination of Schedule to Master Lease Dated March 5, 2008

**Description of the Units:** Eighty-five (85) auto racks mounted on flatcar bearing marks and numbers from within the series TTGX 910166-965881.

	Mark	Number	Termination Date		Mark	Number	Termination Date
1	TTGX	910166	09/23/2004	44	TTGX	965687	12/06/2002
2	TTGX	910258	09/23/2004	45	TTGX	965688	11/30/2005
3	TTGX	910262	09/23/2004	46	TTGX	965689	11/30/2005
4	TTGX	910266	01/14/2005	47	TTGX	965694	11/30/2005
5	TTGX	910270	09/23/2004	48	TTGX	965698	11/30/2005
6	TTGX	910278	09/23/2004	49	TTGX	965699	11/30/2005
7	TTGX	910310	12/30/2004	50	TTGX	965700	11/30/2005
8	TTGX	910318	10/28/2004	51	TTGX	965701	11/30/2005
9	TTGX	910324	01/03/2005	52	TTGX	965702	11/30/2005
10	TTGX	910347	09/23/2004	53	TTGX	965703	11/30/2005
11	TTGX	910363	09/23/2004	54	TTGX	965709	11/30/2005
12	TTGX	910392	01/19/2005	55	TTGX	965710	11/30/2005
13	TTGX	910393	10/25/2004	56	TTGX	965712	11/30/2005
14	TTGX	910398	12/04/2004	57	TTGX	965746	11/30/2005
15	TTGX	910402	11/10/2004	58	TTGX	965747	11/30/2005
16	TTGX	910495	01/14/2005	59	TTGX	965749	11/30/2005
17	TTGX	910508	11/10/2004	60	TTGX	965752	11/30/2005
18	TTGX	910900	02/11/2008	61	TTGX	965753	11/30/2005
19	TTGX	910910	07/01/2003	62	TTGX	965754	11/30/2005
20	TTGX	910911	11/30/2005	63	TTGX	965755	11/30/2005
21	TTGX	911036	01/14/2005	64	TTGX	965761	11/30/2005
22	TTGX	911110	10/18/2005	65	TTGX	965763	11/30/2005
23	TTGX	911150	01/14/2005	66	TTGX	965764	11/30/2005
24	TTGX	911341	11/03/2004	67	TTGX	965765	11/30/2005
25	TTGX	911350	04/08/2005	68	TTGX	965766	11/30/2005
26	TTGX	911900	12/06/2002	69	TTGX	965768	11/30/2005
27	TTGX	912012	11/08/2005	70	TTGX	965769	11/30/2005
28	TTGX	913159	11/30/2005	71	TTGX	965856	11/30/2005
29	TTGX	913189	11/30/2005	72	TTGX	965857	11/30/2005
30	TTGX	913552	11/30/2005	73	TTGX	965858	11/30/2005
31	TTGX	913615	11/30/2005	74	TTGX	965866	11/30/2005
32	TTGX	930306	11/30/2005	75	TTGX	965867	11/30/2005
33	TTGX	930564	11/30/2005	76	TTGX	965868	11/30/2005
34	TTGX	940076	11/30/2005	77	TTGX	965869	11/30/2005
35	TTGX	963745	11/30/2005	78	TTGX	965870	11/30/2005
36	TTGX	965669	11/30/2005	79	TTGX	965871	11/30/2005
37	TTGX	965670	11/30/2005	80	TTGX	965872	11/30/2005
38	TTGX	965671	11/30/2005	81	TTGX	965873	11/30/2005
39	TTGX	965672	11/30/2005	82	TTGX	965874	11/30/2005
40	TTGX	965676	11/30/2005	83	TTGX	965875	11/30/2005
41	TTGX	965678	11/30/2005	84	TTGX	965876	11/30/2005
42	TTGX	965680	11/30/2005	85	TTGX	965881	11/30/2005
43	TTGX	965682	11/30/2005				